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8 PSC Members – Political Subdivisions

9 UNITED STATES DISTRICT COURT

10 NORTHERN DISTRICT OF CALIFORNIA

11 SANTA CRUZ COUNTY, CALIFORNIA; ) Case No. 3:21-md-02996-CRB  
12 POPE COUNTY, ILLINOIS; and THE )  
12 VILLAGE OF EDDYVILLE, ILLINOIS, ) DECLARATION OF AELISH M. BAIG IN  
13 Individually and on Behalf of a Class of ) SUPPORT OF UNOPPOSED MOTION FOR  
13 Persons Similarly Situated ) PRELIMINARY APPROVAL OF CLASS  
14 ) ACTION SETTLEMENT  
14 In re MCKINSEY & CO., INC. NATIONAL ) DATE: TBD  
15 PRESCRIPTION OPIATE CONSULTANT ) TIME: TBD  
15 LITIGATION ) DEPT: Courtroom 6, 17th Floor  
16 ) JUDGE: Honorable Charles R. Breyer  
16 This Document Relates To: )  
17 )  
17 ALL SUBDIVISION ACTIONS )  
18 )

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1 I, Aelish M. Baig, hereby declare and state as follows:

2 1. I am a member of the law firm Robbins Geller Rudman & Dowd LLP. I am duly  
3 admitted to practice in the State of California and before this Court. I make this Declaration in  
4 support of plaintiffs' Unopposed Motion for Preliminary Approval of Class Action Settlement and  
5 the entry of the [Proposed] Order Granting Preliminary Approval of Class Action Settlement and  
6 Direction of Notice Under Rule 23(e) of the Federal Rules of Civil Procedure, and I have personal  
7 knowledge of the facts asserted herein.

8 2. I, as well as the other proposed Class Counsel, were appointed to Plaintiffs'  
9 Steering Committee ("PSC") in this multidistrict litigation ("MDL"). PTO 2, ECF 211.

10 **Litigation and Settlement History**

11 3. By the end of 2017, hundreds (now thousands) of cities and counties (subdivisions)  
12 across the United States had filed lawsuits against opioid manufacturers, distributors, and  
13 pharmacies for their alleged roles in causing the opioid epidemic. On December 5, 2017, the  
14 Judicial Panel on Multidistrict Litigation ("JPML") centralized the federal court cases in the  
15 Northern District of Ohio before Judge Dan Aaron Polster. ECF 328.

16 4. Plaintiffs in *In re Nat'l Prescription Opiate Litig.*, MDL 2804, allege defendants  
17 across the pharmaceutical supply chain acted in concert to aggressively market prescription  
18 opioids to vastly increase their sales and revenues, misleading medical professionals into  
19 prescribing, and millions of Americans into taking and often becoming addicted to, opioids. As a  
20 result, MDL 2804 plaintiffs allege, approximately 350,000 individuals in the United States died  
21 from an opioid overdose between 1999 and 2016.

22 5. The cases consolidated under MDL 2804 were zealously litigated by all parties.  
23 The first bellwether trial, *County of Cuyahoga v. Purdue Pharma, L.P.*, was scheduled to begin on  
24 October 21, 2019. No. 1:17-OP-45004 (N.D. Ohio), ECF 98. Settlement agreements between the  
25 Ohio bellwether plaintiffs and defendants were announced the morning the trial was to begin.

26 6. On February 10, 2020, the JPML then selected and remanded several other  
27 bellwether cases, including *City and County of San Francisco v. Purdue Pharma L.P.*, which was  
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1 tried before this Court in 2022. No. 1:17-md-02804DAP (MDL 2804), ECF 3160;  
 2 No. 3:18-cv-07591-CRB (N.D. Cal.).

3       7.     Although MDL 2804 continues, subdivision plaintiffs, along with state Attorneys  
 4 General, have now negotiated and settled with nine major defendant groups – Johnson & Johnson,<sup>1</sup>  
 5 AmerisourceBergen Corporation, Cardinal Health, Inc., McKesson Corporation, Allergan plc,  
 6 Teva,<sup>2</sup> CVS Health Corporation, Walgreens Boots Alliance, Inc., and Wal-Mart Inc. Additional  
 7 settlements with Endo<sup>3</sup> and Purdue Pharma L.P. (“Purdue”) are pending bankruptcy proceedings.

8       8.     On February 14, 2021, a group of Attorneys General announced an opioid-related  
 9 settlement (“2021 AG Settlement”) with McKinsey & Company (“McKinsey”) negotiated outside  
 10 the MDL 2804 proceedings. Unlike the other opioid settlements, subdivisions were not afforded  
 11 the opportunity to meaningfully negotiate or participate in the McKinsey settlement.

12       9.     Numerous political subdivisions, along with other plaintiff groups, subsequently  
 13 filed their own lawsuits against McKinsey for its alleged role in causing the opioid crisis.

14       10.    On June 7, 2021, the JPML centralized the actions against McKinsey in the  
 15 Northern District of California before this Court (MDL 2996). *In re McKinsey & Co., Inc., Nat'l*  
 16 *Prescription Opiate Consultant Litig.*, 543 F. Supp. 3d 1377 (J.P.M.L. 2021).

17       11.    In MDL 2996, plaintiffs allege McKinsey strategized and acted with Purdue and  
 18 various other MDL 2804 opioid defendants to create and employ aggressive marketing and sales  
 19 practices to overcome doctor and patient resistance to opioids –highly addictive controlled  
 20 substances – in order to maximize opioid revenues. Thereby, plaintiffs allege, McKinsey directly  
 21 contributed to the opioid epidemic with which cities and counties now have to contend daily.

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24       <sup>1</sup> “Johnson & Johnson” refers to Johnson & Johnson Services, Inc. and its wholly-owned  
 25 subsidiary, Janssen Pharmaceuticals, Inc.

26       <sup>2</sup> “Teva” refers to, collectively, Teva Pharmaceutical Industries Ltd. and Teva Pharmaceuticals  
 27 USA, Inc.

28       <sup>3</sup> “Endo” refers to, collectively, Endo Health Solutions Inc, Endo International plc, and Endo  
 Pharmaceuticals Inc.

1       12. After transfer, this Court appointed Elizabeth J. Cabraser of Lieff Cabraser  
 2 Heimann & Bernstein LLP (“Lieff Cabraser”) as Lead Counsel and a PSC comprised of attorneys  
 3 representing all five plaintiff groups. ECF 211. For Political Sub-Division plaintiffs, the Court  
 4 appointed Matthew Browne, Jayne Conroy, Joseph Rice, Emily Roark, and me. *Id.*

5       13. On December 6, 2021, plaintiffs filed Master Complaints on behalf of the political  
 6 subdivisions (the class members here), school districts, Neonatal Abstinence Syndrome (“NAS”)  
 7 plaintiffs, and tribal plaintiffs (“Tribes”), as well as a Consolidated Class Action Complaint on  
 8 behalf of third-party payors (“TPPs”). *See* ECF 296-300.

9       14. On December 23, 2021, McKinsey filed two motions under Rule 12 of the Federal  
 10 Rules of Civil Procedure: one for lack of personal jurisdiction against all plaintiff groups in certain  
 11 states, and a second on grounds of *res judicata* and release based on the 2021 AG Settlement,  
 12 against the subdivision and school district master complaints. ECF 310 (McKinsey Defendants’  
 13 Notice of Motion and Motion to Dismiss the Complaints on the Grounds of *Res Judicata* and  
 14 Release; Memorandum of Points and Authorities in Support); ECF 313 (McKinsey Defendants’  
 15 Notice of Motion and Motion to Dismiss for Lack of Personal Jurisdiction; Memorandum of Points  
 16 and Authorities).

17       15. Plaintiffs opposed both motions. The Court conducted an initial hearing on these  
 18 motions on March 31, 2022, requested and received additional briefing, and scheduled a  
 19 subsequent hearing for October 28, 2022. ECF 345 (Subdivision Plaintiffs’ Opposition to  
 20 McKinsey Defendants’ Motion to Dismiss on the Grounds of *Res Judicata* and Release); ECF 347  
 21 (Plaintiffs’ Memorandum of Points and Authorities in Opposition to McKinsey Defendants’  
 22 Motion to Dismiss for Lack of Personal Jurisdiction); ECF 370 (Order for Supplemental Briefing);  
 23 ECF 378 (McKinsey Defendants’ Supplemental Brief in Further Support of Motion to Dismiss the  
 24 Complaints on the Grounds of *Res Judicata* and Release); ECF 392 (Subdivision and School  
 25 District Plaintiffs’ Supplemental Brief in Opposition to McKinsey Defendants’ Motion to Dismiss  
 26 on the Grounds of *Res Judicata* and Release).

27       16. Defendants have produced or made available hundreds of thousands of documents  
 28 relevant to their involvement in developing opioid marketing schemes, including those previously

1 produced to the AGs in connection with that settlement. Plaintiffs have reviewed these  
 2 productions, which informed plaintiffs' understanding of their claims' strengths and weaknesses.

3       17. The subdivisions, school districts, and defendants mediated before Jed D. Melnick,  
 4 Esq. of JAMS, a sophisticated and objective mediator with decades of proven experience in  
 5 complicated litigation and class actions. The parties participated in a two-day mediation in person  
 6 at JAMS in New York City, New York on August 8, 2022 and August 9, 2022 with Mr. Melnick  
 7 and Simone Lelchuk, his colleague. The parties continued the process remotely for several months  
 8 under Mr. Melnick's supervision.

9       18. On October 26, 2022, the parties notified the Court that McKinsey and the  
 10 Subdivision and School District Plaintiffs had reached an agreement in principle to resolve those  
 11 plaintiffs' claims, and they requested the Court not adjudicate the *res judicata* motion at that time.  
 12 ECF 436. On October 27, 2022, the Court denied McKinsey's motion to dismiss for lack of  
 13 personal jurisdiction. *In re McKinsey & Co., Inc., Nat'l Opiate Consultant Litig.*, 637 F. Supp. 3d  
 14 773 (N.D. Cal. 2022). McKinsey's motion to dismiss the subdivision and school district master  
 15 complaints on *res judicata* grounds remains under submission.

16       19. Since then, the parties have been drafting the settlement agreement and continued  
 17 negotiating the finer points with Mr. Melnick's supervision.

18       20. In furtherance of a class settlement, I am filing herewith a stipulation to amend the  
 19 subdivision master complaint to add class allegations and identify plaintiffs Santa Cruz County,  
 20 California; Pope County, Illinois; and The Village of Eddyville, Illinois as proposed Class  
 21 Representatives.

## 22 **Settlement Benefits and Anticipated Recovery**

23       21. Attached to this declaration as Exhibit 1 is a true and correct copy of the Settlement  
 24 Agreement Among Political Subdivisions and McKinsey Defendants, along with Schedule A  
 25 thereto.

## 26 **Selection of Notice Provider and Settlement Claims Administrator**

27       22. The Settlement benefits are discussed at length in the accompanying memorandum  
 28 and points of authorities and in the proposed Notice, among other places.

1       23. In short, McKinsey has agreed to pay \$207 million into a Settlement Fund, in  
 2 addition to the \$641.5 million McKinsey has already paid to the states under the 2021 AG  
 3 Settlement.

4       24. Class Members will not be required to file a claims form in order to receive a  
 5 distribution, and there will be no *cy pres* awards or second distributions. Rather, all money – minus  
 6 fees and costs – will be distributed, via a single payment, on a *pro rata* basis to qualifying  
 7 subdivisions that do not opt out of the Settlement using allocation formulas Class Members  
 8 themselves negotiated in the MDL 2804 settlements. Class Members shall be required to use the  
 9 settlement funds exclusively for approved uses designed to abate the opioid epidemic as set forth  
 10 in Exhibit E (“List of Opioid Remediation Uses”) of the prior MDL 2804 settlements.

11       25. The purpose of the class settlement is to put subdivisions in the position in which  
 12 they would have been had they had the full and fair opportunity to negotiate the 2021 AG  
 13 Settlement.

#### 14 **Selection of Notice Provider and Settlement Claims Administrator**

15       26. Attached to this Declaration as Exhibit 2 is a Proposed Notice.

16       27. Eric B. Fastiff of Lieff Cabraser and I solicited bids from notice and settlement  
 17 administrators experienced in noticing or administering payments for the prior opioid settlements,  
 18 including Epiq Systems, Inc. and BrownGreer PLC. We met with representatives from each  
 19 company several times over the course of many weeks to negotiate the terms and scope of duties.

20       28. Both Epiq and BrownGreer participated in the administration of national  
 21 subdivision settlements in MDL 2804, and each has a different set of contact information for  
 22 subdivisions nationally. In MDL 2804, Epiq noticed by U.S. mail all subdivisions nationally of a  
 23 proposed negotiation class, and BrownGreer subsequently implemented the payment of settlement  
 24 funds to all eligible participating subdivisions in national MDL 2804 settlements. BrownGreer  
 25 and Epiq together are in possession of the vast majority of the contact information needed to  
 26 effectuate notice and payment here. There are significant efficiencies to be gained by using  
 27 administrators used in different capacities in MDL 2804 because of their experience in effecting  
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1 notice and payments to political subdivisions in government entity opioid litigations with this level  
2 of complexity.

3       29.     In this matter, both administrators are required to ensure adequate notice is provided  
4 to the most comprehensive set of Class Members possible and to implement payment of claims.  
5 Notice will be emailed to Class Members for whom we can ascertain viable email addresses.  
6 Notice will be mailed via U.S. mail to subdivisions for whom only U.S. mail addresses have been  
7 ascertained. Notice will be effected through a limited media campaign to additional Class  
8 Members for whom no address has been identified. In the interest of efficiency, we are using the  
9 same administrators used in the national opioid litigation, who corresponded with many of the  
10 same subdivisions that are also Class Members in the McKinsey litigation and that, with plaintiffs'  
11 counsel, obtained high levels of subdivision participation in MDL 2804. The total cost for these  
12 administrators is estimated to be between \$82,000 and \$87,000 for Epiq to effectuate notice and  
13 \$250,000 for BrownGreer to implement payments.

14 **Proposed Settlement Class Representatives**

15       30.     The proposed Settlement Class Representatives –Santa Cruz County, California;  
16 Pope County, Illinois; and The Village of Eddyville, Illinois – are plaintiffs in underlying actions  
17 centralized in this MDL and Named Plaintiffs in the Amended Master Class Action Complaint  
18 (Subdivision).

19       31.     The proposed Settlement Class Representatives are actively engaged. Each filed  
20 an individual complaint against McKinsey seeking to hold defendants responsible and abate a  
21 serious public health crisis.

22       32.     Each reviewed and approved the Amended Master Class Action Complaint  
23 (Subdivision), has worked with Class Counsel to evaluate the terms of the proposed Settlement  
24 Agreement, and has endorsed the terms of the proposed Settlement subject to board approval.

25       33.     The proposed Settlement Class Representatives have each expressed continued  
26 willingness to protect the Class until the Settlement is approved and its administration completed.

27       34.     The proposed Settlement Class Representatives will not seek incentive awards.

1 **Proposed Settlement Class Counsel**

2       35. The proposed Settlement Class Representatives have also selected counsel  
3 experienced in public nuisance litigation, including opioid litigation, who have worked diligently  
4 to prosecute opioid cases against many defendant groups across both MDL 2804 and MDL 2996:  
5 Emily Roark of Bryant Law Center, PSC, Jayne Conroy of Simmons Hanly Conroy, LLC,  
6 Joseph F. Rice of Motley Rice, LLC, Matthew Browne of Browne Pelican, PLLC, and myself.

7       36. Information regarding the credentials of Aelish M. Baig and Robbins Geller  
8 Rudman & Dowd LLP can be found at <https://www.rgrdlaw.com/>.

9       37. Information regarding the credentials of Emily Roark and Bryant Law Center, PSC  
10 can be found at <https://www.bryantpsc.com/>.

11       38. Information regarding the credentials of Jayne Conroy and Simmons Hanly  
12 Conroy, LLC can be found at <https://simmonsfirm.com/>.

13       39. Information regarding the credentials of Joseph F. Rice and Motley Rice, LLC can  
14 be found at <https://www.motleyrice.com/>.

15       40. Information regarding the credentials of Matthew Browne and Browne  
16 Pelican, PLLC can be found at <https://www.brownepelican.com/>.

17       41. Any attorneys' fees and expenses granted by the Court will be paid from the  
18 Settlement Fund.

19 **Common Benefit and Hours, Lodestar, and Costs Incurred in Furtherance of the Litigation**

20       42. Class Counsel intends to seek attorneys' fees and costs not to exceed 15% of the  
21 Settlement Amount. Plaintiffs' forthcoming fee motion, to be filed with the motion for final  
22 approval and heard in conjunction with the Fairness Hearing, will include the rationale and  
23 necessary detail to support their 15% request. *See* Procedural Guidance for Class Action  
24 Settlements (N.D. Cal.).

25       43. Pursuant to PTO 3, ECF 215, each PSC firm, including Class Counsel, as well as  
26 other Participating Counsel authorized by Court-appointed Lead Counsel Elizabeth J. Cabraser, to  
27 perform common benefit work, submitted monthly time and expense reports to Lead Counsel. It  
28 is my understanding, based on conversations with Ms. Cabraser, that attorneys and staff working

1 at her direction and under her supervision collected these common benefit submissions and have  
 2 maintained a database of all submitted time and expenses.

3       44. As reported to me by Lead Counsel, the approximate lodestar for Class Counsel  
 4 (and counsel who performed duly authorized work specifically for the subdivisions in connection  
 5 with law, briefing and settlement) as of August 30, 2023, is \$16.9 million, having devoted  
 6 approximately 29,000 hours to litigating this Action. These amounts include all time vetted by  
 7 Lead Counsel from the date of appointment through August 30, 2023, the latest monthly reporting  
 8 period.

9       45. These figures do not include time spent since August 30, 2023; certain pre-  
 10 appointment time deemed compensable by the Court; or common benefit time attributed to work  
 11 on other case tracks, such as the TPP, NAS, and Tribes case tracks.

12       46. As reported to me by Lead Counsel, Class Counsel's combined related expenses to  
 13 date are also under continued review and, as of August 30, 2023, total approximately \$350,000.  
 14 Such expenses were necessarily incurred in this Action and are routinely charged to clients billed  
 15 by the hour. Such expenses include, among other things, court fees, service of process, consultant  
 16 fees, mediation costs, online legal and factual research, travel costs, reproduction costs, database  
 17 costs, and messenger, courier, and overnight mail expenses.

18       47. Based on the above numbers, a fee and expense award equal to 15% of the  
 19 Settlement Fund, after subtracting expenses, would represent a 1.6 multiplier on Class Counsel's  
 20 approximate lodestar. Class Counsel will continue to incur time in seeking settlement approval  
 21 and on implementation efforts should the Settlement be approved. Class Counsel will continue to  
 22 review their respective records and submit them to Lead Counsel for review, and will provide  
 23 additional information regarding time and expenses and rationale for their request in the fee  
 24 application and in the class notice, so that Class Members will have the opportunity to comment  
 25 on or object to the requested fees prior to the final approval hearing.

26       48. Class Counsel will direct the payment of the 7.5% common benefit assessment on  
 27 the "Gross Monetary Recovery" of this Settlement, unless otherwise ordered, into the "Fee Fund,"  
 28

1 as those terms are defined in PTO 9, ECF 567. That assessment will be paid out of any fee award  
2 approved by the Court under the instant Settlement.

3 I declare under penalty of perjury that the foregoing is true and correct. If called as a  
4 witness, I could and would competently testify thereto. Executed this 26th day of September,  
5 2023, at San Francisco, California.

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7 s/ Aelish M. Baig  
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AELISH M. BAIG

**CERTIFICATE OF SERVICE**

I hereby certify under penalty of perjury that on September 26, 2023, I authorized the electronic filing of the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the email addresses on the attached Electronic Mail Notice List, and I hereby certify that I caused the mailing of the foregoing via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

s/ Aelish M. Baig  
**AELISH M. BAIG**

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**Mailing Information for a Case 3:21-md-02996-CRB In re: McKinsey & Co., Inc. National Prescription Opiate Consultant Litigation**

**Electronic Mail Notice List**

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